

BAKER & MCKENZIE

Buenos Aires, June 20, 2006.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W. R. Grace & Co., et al.

Debtors

Chapter 11

Case No. 01-1139
(Jointly Administered)

**AFFIDAVIT UNDER 11 U.S.C. 327(a)
Baker & McKenzie Sociedad Civil**

STATE OF (where signed)

COUNTY OF _____

Avelino Rolon, being duly sworn, upon his/her oath, deposes and says:

I, I am a partner of Baker & McKenzie Sociedad Civil, a member of Baker & McKenzie, located at Av. L.N. Alem 1110, Piso 13, Buenos Aires, Argentina (B&MSC).

The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alowite-Boston, Ltd., Alowite Land Corporation, Amiens, Inc., CB Biomedical, Inc. (f/k/a Cibo Biomedical, Inc.), OCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Durex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecor, Inc., Five Alowite Boston, Ltd., G.C. Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G.C. Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC-Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B, Inc., Grace A-B II, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G, Inc., Grace H-G II, Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guánica-Caribe Land Development Corporation, Hargrove Square Corporation, Hoxton International, Inc., Koonna Development Company, L.B. Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace NVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Interdenco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Quirk, West Coal Company, H-G Coal Company.

(Signature)

BAKER & MCKENZIE

2. The Debtors have requested that B&MSC provide general legal advice regarding the antitrust regulations in Argentina and other countries to the Debtors, and B&MSC has consented to provide such services.

3. B&MSC may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases.

4. As part of its customary practice, B&MSC is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these chapter 11 cases. B&MSC does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

5. Neither I nor any principal of or professional employed by B&MSC has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and the professionals employed by B&MSC that have provided the advice referred to in paragraph #2 above.

6. Neither I nor any principal of or professional employed by B&MSC, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

7. The Debtors owe B&MSC US\$7,129 plus 21% value added tax for prepetition services.

8. B&MSC is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any

Executed on April 12, 2006

~~Baker & McKenzie Soc. Civil~~

Avelino Rolon
Partner
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Sworn to and subscribed before me this 15 day of June, 2006

Notary Public
My Commission expires:



ACTA DE CERTIFICACION



F 002577346

1 Buenos Aires 20 de junio de 2006. En mi carácter de Escribano
 2 Adscripta al Registro n° 132, de la Capital Federal.
 3 CERTIFICO: Que la/s firma/s que obra/s en el
 4 documento que adjunto a esta foja, cuyo requerimiento de certificación de su/s
 5 firma/s que se formaliza simultáneamente por ACTA número 076 del
 6 LIBRO número 18, es/son puesta/s en mi presencia por la/s persona/s
 7 cuyo/s nombre/s y documento/s de identidad se menciona/s a continuación y de
 8 cuyo conocimiento doy fe. Avelino BOLON, con Documento Nacio-
 9 nal de Identidad número 11.683.736, quien actúa como so-
 10 cio del estudio Baker & McKenzie Sociedad Civil, lo que
 11 acredita con documentación que he tenido a la vista y con
 12 facultades suficientes para este acto, doy fe.-Se deja
 13 constancia que el documento se encuentra redactado en
 14 idioma extranjero, firmando el requirente en mi presen-
 15 cia.- CONSTE.-